

RECORDATION NO. 24266-EE FILED
JAN 25 '05 12:33 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

January 6, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release of Security Interest, dated December 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Security Agreement which were previously filed with the Board under Recordation Number 24266-A, 24266-C and 24266-E.

The name and address of the party to the enclosed document are:

Administrative
Agent: Wells Fargo Bank Northwest, National
Association
79 South Main Street
Salt Lake City, Utah 84111

[Lessor: Fleet National Bank
One Financial Plaza
Providence, Rhode Island 02903]

Mr. Vernon A. Williams
January 6, 2005
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A description of the railroad equipment covered by the enclosed document is:

1. 60 cars among the railcars listed under recordation number 24266-A with the following reporting marks: FURX (44 cars between 890040 – 890172), NOKL (40000), RUSX (9080, 200004 and 200013), SOO (5 cars between 62528 and 62601), TTLX (18 cars between 60145 and 60165), UTTX (60155 and 60157) and WREX (5 cars between 001063 and 001075).
2. 13 cars among the railcars listed under recordation number 24266-C with the following reporting marks: FP (617058), NDYX (490013), NOKL (4 cars between 290022 and 290030), TTLX (5 cars between 60166 and 60175) and UTTX (60172).
3. 20 cars among the railcars listed under recordation number 24266-E with the following reporting marks: DVS (1049 and 1072), NOKL (30000, 524033 and 524040), TTLX (12 cars between 60178 and 60195) and UTTX (60183 - 60184 and 60190).

A short summary of the document to appear in the index is:

Partial Release of Security Interest.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO.

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PARTIAL RELEASE OF SECURITY INTEREST

(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, in its capacity as Administrative Agent (the "Bank"), does hereby terminate, release and discharge a security interest held by the Bank pursuant to the Security Agreement dated December 30, 2002 (the "Security Agreement"), between the Bank and Fleet National Bank, as Grantor, insofar as the same encumbers that certain railroad equipment identified below:

1. Sixty (60) railcars identified in Exhibit 1 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on December 30, 2002 at 3:51 p.m. under Recordation Number 24266-A.
2. Thirteen (13) railcars identified in Exhibit 2 attached hereto. Such security interest was granted pursuant to the Security Agreement, a memorandum of which was filed with the Surface Transportation Board on January 24, 2003 at 11:40 a.m. under Recordation Number 24266-C.
3. Twenty (20) railcars identified in Exhibit 3 attached hereto. Such security interest was granted pursuant to the Security Agent, a memorandum of which was file with the Surface Transportation Board on March 13, 2003 at 5:30 p.m. under Recordation Number 24266-E.

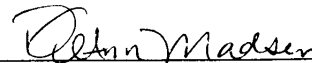
Capitalized terms used herein, but not otherwise defined herein, shall have the meanings assigned in the Security Agreement or otherwise referenced therein.

Nothing herein contained shall be deemed to discharge, terminate or release any other collateral held by the Bank or any other assets or property of Fleet National Bank encumbered by the Security Agreement in favor of the Bank.

Dated this 30th day of December, 2004.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION

By:



Name:

DeAnn Madsen

Title:

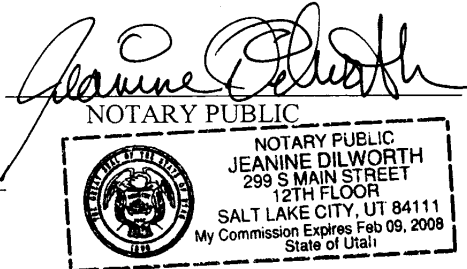
Trust Officer

STATE OF UTAH)
)
COUNTY OF SALT LAKE) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 20th day of December, 2004 by DeAnn Madsen, as TRUST OFFICER of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My Commission Expires: _____



[Notarial Seal]

EXHIBIT 1
(Pool 1 - 60 Cars)

<u>Car Initial</u>	<u>Car No.</u>	<u>Car Initial</u>	<u>Car No.</u>
TTLX	060145	FURX	890158
TTLX	060146	FURX	890159
TTLX	060147	FURX	890160
TTLX	060148	FURX	890161
TTLX	060149	FURX	890162
TTLX	060150	FURX	890163
TTLX	060151	FURX	890164
TTLX	060152	FURX	890165
TTLX	060153	FURX	890166
TTLX	060154	FURX	890167
TTLX	060156	FURX	890168
TTLX	060159	FURX	890169
TTLX	060160	FURX	890170
TTLX	060161	FURX	890171
TTLX	060162	FURX	890172
TTLX	060163	NOKL	040000
TTLX	060164	RUSX	009080
TTLX	060165	RUSX	200004
UTTX	060155	RUSX	200013
UTTX	060157	SOO	062528
FURX	890040	SOO	062532
FURX	890067	SOO	062545
FURX	890150	SOO	062570
FURX	890151	SOO	062601
FURX	890152	WREX	001070
FURX	890153	WREX	001072
FURX	890154	WREX	001063
FURX	890155	WREX	001066
FURX	890156	WREX	001075
FURX	890157	WREX	001069

EXHIBIT 2
(Pool 2 - 13 Cars)

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
NOKL	290022
NOKL	290027
NOKL	290028
NOKL	290030
TTLX	060166
TTLX	060167
TTLX	060169
TTLX	060170
TTLX	060171
TTLX	060175
UTTX	060172
FP	617058
NDYX	490013

EXHIBIT 3
(Pool 3 - 20 Cars)

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
TTLX	060178
TTLX	060179
TTLX	060181
TTLX	060182
TTLX	060186
TTLX	060187
TTLX	060188
TTLX	060189
TTLX	060191
TTLX	060192

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>No.</u>
TTLX	060194
TTLX	060195
UTTX	060183
UTTX	060184
UTTX	060190
DVS	001049
DVS	001072
NOKL	524033
NOKL	524040
NOKL	030000